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READ INSTRUCTIONS CAREFULLY
 BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
 REMITTANCE ADVICE
 FORM 159

Approved by OMB
 3060-0589
 Page No. 1 of 1

(1) LOCKBOX # 979091		DOCKET FILE COPY ORIGINAL		SPECIAL INSTRUCTIONS	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) FairPoint Communications, Inc.			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00		
(4) STREET ADDRESS LINE NO. 1 521 E. Morehead St., #250					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Charlotte			(7) STATE NC	(8) ZIP CODE 28202	
(9) DAYTIME TELEPHONE NUMBER (include area code) (704) 344-8150			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0007709991			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME					
(14) STREET ADDRESS LINE NO. 1					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY			(17) STATE	(18) ZIP CODE	
(19) DAYTIME TELEPHONE NUMBER (include area code)			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0007709991			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00		(27A) TOTAL FEE \$1,015.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT					
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE _____			DATE _____		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____					

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LATHAM & WATKINS LLP

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June 1, 2010

VIA U.S. BANK

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: Application for Consent to Assign Domestic Section 214 Authority Held by
Subsidiaries of FairPoint Communications, Inc.**

Dear Ms. Dortch:

Enclosed please find an original and four (4) copies of the above-referenced application, along with: (i) a completed FCC Form 159 Remittance Advice and a check for \$1015.00 to cover the application fee associated with the application; and (ii) a "receipt" copy of the application to be stamped and returned to our offices using the enclosed self-addressed, postage prepaid envelope.

Please contact the undersigned should you have any questions concerning this filing.

Sincerely,



Karen Brinkmann
Jarrett S. Taubman

Counsel to FairPoint Communications, Inc.

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

Application of

FairPoint Communications, Inc., Debtor-in-Possession,

Assignor,

and

FairPoint Communications, Inc.,

Assignee,

For Consent to Assign Domestic Section 214
Authority Held by Subsidiaries of FairPoint
Communications, Inc.

WC Docket No. _____

**CONSOLIDATED APPLICATION FOR CONSENT TO ASSIGN SECTION 214
AUTHORITY HELD BY FAIRPOINT COMMUNICATIONS, INC. AND ITS
SUBSIDIARIES**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, FairPoint Communications, Inc. ("FairPoint") hereby requests Commission consent: (i) to assign domestic Section 214 authority held by its operating subsidiaries listed herein (each a "Subsidiary," and, together with FairPoint, the "Company") to that Subsidiary from that Subsidiary as debtor-in-possession; and (ii) to transfer control of FairPoint and each Subsidiary from FairPoint's existing shareholders to FairPoint's existing secured lenders (collectively, the "Proposed Transaction"). The Proposed Transaction would be effected pursuant to the Order issued by the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") on May 14, 2010

substantially approving the Debtors' Modified Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated as of March 10, 2010, as modified on May 7, 2010 ("Plan"). A copy of that Order is attached hereto as Exhibit A. The expeditious approval of the Proposed Transaction would serve the public interest by allowing FairPoint to exit bankruptcy quickly while substantially reducing its debt burden and restructuring its operations in order to continue to provide efficient and effective service to the public.

In accordance with the requirements of Section 63.04, FairPoint provides the following information:

(1) Name, address, and telephone number of each applicant.

Contact Information for All Parties to the Application:

Shirley J. Linn
Executive Vice President and General Counsel
FairPoint Communications, Inc.
521 E. Morehead Street
Suite 250
Charlotte, NC 28202
Phone: (704) 344-8150
Fax: (704) 344-1594
slinn@fairpoint.com

(2) State under the laws of which each applicant is organized.

FairPoint is a corporation organized under the laws of Delaware. Each Subsidiary is organized under the laws of the state specified next to the Subsidiary's name in the following table:

<u>Subsidiary Name (Each Currently a Debtor-in-Possession)</u>	<u>State of Organization</u>
BE Mobile Communications, Incorporated.	PA
Bentleyville Communications Corporation	PA
Berkshire Cable Corp.	NY
Berkshire Telephone Corporation	NY
Big Sandy Telecom, Inc.	DE
Bluestem Telephone Company	DE
Chautauqua & Erie Communications, Inc.	NY
Chautauqua and Erie Telephone Corporation	NY

China Telephone Company	ME
Chouteau Telephone Company	OK
Columbine Telecom Company	DE
The Columbus Grove Telephone Company	OH
Comerco, Inc.	WA
Community Service Telephone Co.	ME
C-R Long Distance, Inc.	IL
C-R Telephone Company	IL
El Paso Long Distance Company	IL
The El Paso Telephone Company	IL
Ellensburg Telephone Company	WA
Elltel Long Distance Corp.	DE
Enhanced Communications of Northern New England Inc.	DE
ExOp of Missouri, Inc.	MO
FairPoint Carrier Services, Inc.	DE
FairPoint Communications Missouri, Inc.	MO
FairPoint Vermont, Inc.	DE
Fremont Telcom Co.	ID
Fretel Communications, LLC	ID
The Germantown Independent Telephone Company	OH
Germantown Long Distance Company	OH
GTC, Inc.	FL
Maine Telephone Company	ME
Marianna and Scenery Hill Telephone Company	PA
Marianna Tel, Inc.	PA
Northland Telephone Company of Maine, Inc.	ME
Northern New England Telephone Operations LLC	DE
Odin Telephone Exchange, Inc.	IL
Orwell Communications, Inc.	OH
The Orwell Telephone Company	OH
Peoples Mutual Long Distance Company	VA
Peoples Mutual Telephone Company	VA
Quality One Technologies, Inc.	OH
Sidney Telephone Company	ME
ST Long Distance, Inc.	DE
St. Joe Communications, Inc.	FL
Standish Telephone Company	ME
Sunflower Telephone Company, Inc.	KS
Taconic TelCom Corp.	NY
Taconic Telephone Corp.	NY
Telephone Operating Company of Vermont LLC	DE
UI Long Distance, Inc.	ME
YCOM Networks, Inc.	WA

(3) Legal counsel to whom correspondence concerning the application is to be addressed.

Contact Information for Legal Counsel to All Parties to the Application:

Karen Brinkmann
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
Phone: (202) 637-2200
Fax: (202) 637-2201
karen.brinkmann@lw.com

(4) Name, address, citizenship, and principal business of entities that own at least 10 percent of the equity of the applicants.

FairPoint, through its direct and wholly-owned Subsidiaries¹, is a leading provider of a full range of communications services to residential and business customers, including local and long-distance voice, data, Internet, television and broadband. FairPoint operates 33 local exchange companies in 18 states. With approximately 1.6 million access line equivalents, FairPoint is the seventh largest telecommunications holding company in the United States.

The principal business of FairPoint and each Subsidiary is the provision of wireline telecommunications and information services. FairPoint is a corporation formed under the laws of Delaware. FairPoint's headquarters address, and the address of each Subsidiary for notice purposes, is: 521 East Morehead Street, Suite 250, Charlotte, NC 28202.

FairPoint is a widely-held, publicly-traded corporation. Upon consummation of the Proposed Transaction as of the effective date of FairPoint's emergence from bankruptcy (the "Effective Date"), all existing equity interests in FairPoint will be cancelled and extinguished, and new common stock of FairPoint will be issued to certain holders of FairPoint's secured debt

¹ Only one Subsidiary is not wholly owned by FairPoint. Two shares of Sunflower Telephone Company, Inc., accounting for less than 0.5 percent of the ownership interests in that entity, are held by a third party.

and unsecured indebtedness. FairPoint's common stock will be listed on a national securities exchange as of the Effective Date, which will require that FairPoint have at least 400 shareholders. It is expected that only a single investor group, ultimately controlled personally by Messrs. John M. Angelo and Michael L. Gordon (collectively "Angelo Gordon"), will own or control a 10 percent or greater ownership interest in FairPoint. More specifically, investment fund vehicles directly or indirectly controlled by AG Funds, L.P. (which, as explained below, ultimately is controlled by Angelo Gordon) will hold an aggregate beneficial equity interest in FairPoint of approximately 15 percent.² None of these investment fund vehicles individually, and no other subsidiary of AG Funds, L.P., will itself hold a 10 percent or greater ownership interest in FairPoint.

The name, address, citizenship, and principal business of AG Funds, L.P. are as follows:

Name:	AG Funds, L.P.
Principal Business:	Management Company
Address:	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 th Floor New York, NY 10167
Citizenship:	Delaware
Ownership Interest:	Approximately 15 percent

The general partner of AG Funds, L.P. is AG Funds GP, L.P.³ The name, address, citizenship, and principal business of AG Funds GP, L.P. are as follows:

² These Angelo Gordon investment vehicles will include: (i) thirteen investment funds ("AG Funds") that are structured as limited partnerships and ultimately are managed and controlled by Angelo Gordon and (ii) one unaffiliated investment vehicle, GAM Arbitrage Investments, Inc., that ultimately is managed by Angelo Gordon, and that will hold an interest in FairPoint of less than one-half of one percent.

³ The sole limited partner of AG Funds, L.P. is insulated, and in any event holds only a *de minimis* equity interest in AG Funds, L.P.

Name: AG Funds GP, L.P.
Principal Business: Management Company
Address: c/o Angelo, Gordon & Co., L.P.
245 Park Avenue, 26th Floor
New York, NY 10167
Citizenship: Delaware
Ownership Interest: Approximately 15 percent

The sole general partner of AG Funds GP, L.P. is JM Funds LLC.⁴ The name, address, citizenship, and principal business of JM Funds LLC are as follows:

Name: JM Funds LLC
Principal Business: Management Company
Address: c/o Angelo, Gordon & Co., L.P.
245 Park Avenue, 26th Floor
New York, NY 10167
Citizenship: Delaware
Ownership Interest: Approximately 15 percent

The two members of JM Funds LLC, each of which may be deemed to control that entity, are John M. Angelo and Michael L. Gordon. The name, address, citizenship, and principal business of these individuals are as follows:

Name: John M. Angelo
Principal Business: Investment Manager
Address: c/o Angelo, Gordon & Co., L.P.
245 Park Avenue, 26th Floor
New York, NY 10167
Citizenship: United States
Ownership Interest: Approximately 15 percent

Name: Michael L. Gordon
Principal Business: Investment Manager
Address: c/o Angelo, Gordon & Co., L.P.
245 Park Avenue, 26th Floor
New York, NY 10167
Citizenship: United States
Ownership Interest: Approximately 15 percent

⁴ With the exception of John M. Angelo and Michael L. Gordon, no limited partner of AG Funds GP, LLP would hold an ownership interest in FairPoint of 10 percent or greater.

Following consummation of the Proposed Transaction, FairPoint will have no interlocking directorates, and each of FairPoint's current Chief Executive Officer, Chief Financial Officer, President, and Chairman of the Board will continue to serve in those capacities.

FairPoint's interest in each Subsidiary may be held through one or more wholly-owned holding companies directly or indirectly owning 100 percent of the equity in that Subsidiary.⁵ Each such holding company: (i) is formed under the laws of the United States; (ii) as its principal business, serves as a holding company for a wireline telecommunications and/or information services provider; and (iii) has the address for notice purposes listed above for FairPoint. The name of each such holding company and its state of formation, if applicable, is specified in the following table:

<u>Subsidiary Name (Each Currently a Debtor-in-Possession)</u>	<u>Intermediate Holding Companies (If Any)⁶ (Each Currently a Debtor-in-Possession)</u>	<u>State of Formation</u>
BE Mobile Communications, Incorporated	Bentleyville Communications Corporation	PA
	MJD Ventures, Inc.	DE
Bentleyville Communications Corporation	MJD Ventures, Inc.	DE
Berkshire Cable Corp.	Berkshire Telephone Corporation	NY
	MJD Ventures, Inc.	DE
Berkshire Telephone Corporation	MJD Ventures, Inc.	DE
Big Sandy Telecom, Inc.	MJD Services Corp.	DE
Bluestem Telephone Company	MJD Services Corp.	DE
Chautauqua & Erie Communications, Inc.	Chautauqua and Erie Telephone Corporation	NY
	MJD Ventures, Inc.	DE
Chautauqua and Erie Telephone Corporation	MJD Ventures, Inc.	DE
China Telephone Company	Utilities, Inc.	ME
	MJD Ventures, Inc.	DE
Chouteau Telephone Company	MJD Ventures, Inc.	DE
Columbine Telecom Company	MJD Services Corp.	DE
The Columbus Grove Telephone Company	MJD Ventures, Inc.	DE
Comerco, Inc.	MJD Ventures, Inc.	DE
Community Service Telephone Co.	MJD Ventures, Inc.	DE

⁵ See n.1, *supra*.

⁶ Multiple holding companies are listed, in order, from the direct holding company up the ownership chain to the first tier subsidiary of FairPoint Communications, Inc.

C-R Long Distance, Inc.	C-R Communications, Inc.	IL
	MJD Ventures, Inc.	DE
C-R Telephone Company	C-R Communications, Inc.	IL
	MJD Ventures, Inc.	DE
El Paso Long Distance Company	Ravenswood Communications, Inc.	IL
	MJD Services Corp.	DE
The El Paso Telephone Company	Ravenswood Communications, Inc.	IL
	MJD Services Corp.	DE
Elltel Long Distance Corp.	Ellensburg Telephone Company	WA
	MJD Ventures, Inc.	DE
Enhanced Communications of Northern New England Inc.	N/A	N/A
ExOp of Missouri, Inc.	Unite Communications Systems, Inc.	MO
	MJD Services Corp.	DE
FairPoint Carrier Services, Inc.	N/A	N/A
FairPoint Communications Missouri, Inc.	MJD Services Corp.	DE
FairPoint Vermont, Inc.	ST Enterprises, Ltd.	KS
Fremont Telcom Co.	MJD Ventures, Inc.	DE
Fretel Communications, LLC	MJD Ventures, Inc.	DE
The Germantown Independent Telephone Company	MJD Ventures, Inc.	DE
Germantown Long Distance Company	The Germantown Independent Telephone Company	OH
	MJD Ventures, Inc.	DE
GTC, Inc.	St. Joe Communications, Inc.	FL
	GTC Communications, Inc.	DE
	MJD Ventures, Inc.	DE
Maine Telephone Company	Utilities, Inc.	ME
	MJD Ventures, Inc.	DE
Marianna and Scenery Hill Telephone Company	MJD Ventures, Inc.	DE
Marianna Tel, Inc.	Marianna and Scenery Hill Telephone Company	PA
	MJD Ventures, Inc.	DE
Northland Telephone Company of Maine, Inc.	ST Enterprises, Ltd.	KS
Northern New England Telephone Operations LLC	N/A	N/A
Odin Telephone Exchange, Inc.	MJD Services Corp.	DE
Orwell Communications, Inc.	The Orwell Telephone Company	OH
	MJD Ventures, Inc.	DE
The Orwell Telephone Company	MJD Ventures, Inc.	DE
Peoples Mutual Long Distance Company	Peoples Mutual Telephone Company	VA
	MJD Ventures, Inc.	DE
Peoples Mutual Telephone Company	MJD Ventures, Inc.	DE
Quality One Technologies, Inc.	The Columbus Grove Telephone Company	OH
	MJD Ventures, Inc.	DE
Sidney Telephone Company	MJD Ventures, Inc.	DE
ST Long Distance, Inc.	ST Enterprises, Ltd.	KS

St. Joe Communications, Inc.	GTC Communications, Inc.	DE
	MJD Ventures, Inc.	DE
Standish Telephone Company	Utilities, Inc.	ME
	MJD Ventures, Inc.	DE
Sunflower Telephone Company, Inc.	ST Enterprises, Ltd.	KS
Taconic TelCom Corp.	Taconic Telephone Corp.	NY
	MJD Ventures, Inc.	DE
Telephone Operating Company of Vermont LLC	Northern New England Telephone Operations LLC	DE
UI Long Distance, Inc.	Utilities, Inc.	ME
	MJD Ventures, Inc.	DE
YCOM Networks, Inc.	Comerco, Inc.	WA
	MJD Ventures, Inc.	DE

(5) Certification pursuant to sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits.

By its signature below, FairPoint certifies that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction.

On October 26, 2009, FairPoint and all of its direct and indirect Subsidiaries filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The cases are being jointly administered by the Bankruptcy Court under the caption *In re FairPoint Communications, Inc.*, Case No. 09-16335 (the "Chapter 11 Cases"). The Company continues to operate its business and manage its properties, with FairPoint and each Subsidiary operating as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The filing of the Chapter 11 Cases resulted in the involuntary, *pro forma* assignment of the Commission licenses and authorizations held by each of FairPoint's direct and indirect Subsidiaries (*i.e.*, from Subsidiary X to Subsidiary X as Debtor-in-Possession), of which the Commission was properly notified.

Pursuant to the Plan submitted by FairPoint to the Bankruptcy Court, which was substantially approved on May 14, 2010,⁷ FairPoint's secured lenders are expected to collectively receive approximately 92 percent of the equity and voting interests in FairPoint as of the Effective Date, resulting in a transfer of control of the Applicant. As of the Effective Date, it is expected that FairPoint's shares will be publicly traded on a national securities exchange, and that these shares will be widely held. This reorganization will serve the public interest by allowing FairPoint to exit bankruptcy quickly while substantially reducing its debt burden and restructuring its operations in order to continue to provide efficient and effective service to the public.

(7) Description of the geographic areas in which the assignor and assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

FairPoint operates 33 local exchange companies in 18 states, including: (i) Alabama; (ii) Colorado; (iii) Florida; (iv) Georgia; (v) Idaho; (vi) Illinois; (vii) Kansas; (viii) Maine; (ix) Massachusetts; (x) Missouri; (xi) New Hampshire; (xii) New York; (xiii) Ohio; (xiv) Oklahoma; (xv) Pennsylvania; (xvi) Vermont; (xvii) Virginia; and (xviii) Washington. In each of these geographic areas, FairPoint's products and services include local and long-distance voice, data, Internet, broadband, television and business communications solutions. With approximately 1.6 million access line equivalents, FairPoint is the seventh largest telecommunications company in the United States.

⁷ The May 14, 2010 order provides, among other things, that (i) the record of the Plan confirmation hearing is closed, and (ii) all parties in interest are precluded from raising any objections to confirmation other than with respect to certain discrete regulatory settlements, thereby substantially approving the Plan.

(8) Statement on how the application fits into one or more of the presumptive streamlined categories or why it is otherwise appropriate for streamlined treatment.

The Company is not seeking streamlined treatment of this application, but respectfully requests that the Commission expedite its processing of this application to enable the Company to exit bankruptcy and deliver the resulting public interest benefits as soon as possible.

(9) Identification of all other Commission applications related to the same transaction.

In addition to the instant application, FairPoint is filing separate applications seeking Commission authority to assign international Section 214 authorizations and wireless licenses to various of FairPoint's subsidiaries from those subsidiaries as debtors-in-possession (collectively, the "Applications"). Exhibit B lists these licenses and authorizations. In order to facilitate the Commission's review of the FCC-regulated components of the proposed transaction, FairPoint respectfully requests that the Commission frame any order approving the Proposed Transaction so as to avoid the need for FairPoint or any Subsidiary to file, and for the Commission to review, additional assignment applications substantially duplicating the contents of the Applications. Notably, prior to grant of the Applications, FairPoint may file petitions or applications for additional licenses or authorizations, or have pending applications or petitions granted. FairPoint therefore requests that, consistent with Commission precedent, the grant of the Applications include authority to assign: (i) all licenses and authorizations issued or assigned to FairPoint or any Subsidiary during the pendency of the Applications and prior to the consummation of any approved transaction; and (ii) all applications or petitions pending at the time of consummation of the Proposed Transaction (the Company will amend all then-pending applications to reflect the new corporate structure described herein).

(10) Statement whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

FairPoint is not seeking any such special consideration.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

FairPoint is not seeking any waiver in conjunction with the Proposed Transaction.

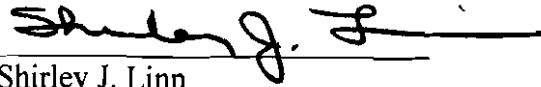
(12) A statement showing how grant of the application will serve the public interest, convenience, and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

Grant of this application will serve the public interest, convenience, and necessity by allowing FairPoint and each Subsidiary to exit bankruptcy and restructure its operations to enable it to continue to provide superior communications services to consumers in an efficient and effective manner. The Proposed Transaction will be transparent to consumers, will reduce debt, and will not affect the day-to-day operations of FairPoint. Moreover, the Proposed Transaction will not result in the consolidation of any domestic telecommunications market, or otherwise have an adverse impact on competition in any such market.

* * * * *

For the reasons set forth herein, FairPoint and each of its Subsidiaries request that the Commission grant this application in an expedited manner.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Shirley J. Linn", is written over a horizontal line.

Shirley J. Linn
Executive Vice President and
General Counsel
FairPoint Communications, Inc.
521 E. Morehead Street
Suite 250
Charlotte, NC 28202
(704) 344-8150

*On Behalf of FairPoint
Communications, Inc. and Its
Subsidiaries, Each a Debtor-in-
Possession*

Dated: **June 1, 2010**

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
FAIRPOINT COMMUNICATIONS, INC., et al.:	: Case No. 09-16335 (BRL)
Debtors.	: (Jointly Administered)
-----X	

ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 1129 AND
BANKRUPTCY RULES 3019(a) AND 9014
REGARDING PLAN CONFIRMATION PROCESS

Upon consideration of (i) the *Debtors' Modified Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code*, dated as of March 10, 2010, as modified on May 7, 2010, and (ii) the *Debtors' Plan Supplement*, dated April 23, 2010, and May 7, 2010, all as they may be subsequently amended or modified in accordance with their respective terms and the Bankruptcy Code ((i) and (ii) collectively, the "Plan"), proposed and filed by FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as Debtors-in-Possession¹ (collectively, "FairPoint"); and that, on May 11, 2010, the Court commenced the hearing to consider confirmation of the Plan (the "Phase I Confirmation Hearing"); and upon the arguments of counsel and the evidence proffered and adduced at the Phase I Confirmation Hearing; and the Court having found and determined that the modifications to the Plan and the Plan Supplement that were filed with the Court on May 7, 2010 and/or described on the record at the Phase I Confirmation Hearing (collectively, the "Modifications") do not adversely change the treatment of the claim of any creditor entitled to vote to accept or reject the Plan; and the Court having found and determined that the Modifications are in the best

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

interests of FairPoint, its estates, its creditors, and all parties in interest; and due notice of the Phase I Confirmation Hearing having been provided to holders of Claims against and Equity Interests in FairPoint and other parties in interest, as established by the certificate of service and mailing filed with the Bankruptcy Court (Docket Nos. 972, 1250, 1006 and 1007), and such notice being sufficient, and no further notice being required; and based upon and after full consideration of the entire record of the Phase I Confirmation Hearing; and the Court having considered all objections to confirmation of the Plan (the "Objections"); and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Modifications are approved pursuant to Bankruptcy Rule 3019(a) and the Plan with the Modifications thereto is hereby deemed accepted by all creditors who have previously accepted the Plan.

2. The record of the Phase I Confirmation Hearing is hereby closed.

3. Except to the extent set forth below or in that certain Stipulation and Agreed Order (Docket No. 824, the "Regulatory Stipulation") among FairPoint and the Maine Public Utilities Commission, the Staff Advocates of the New Hampshire Public Utilities Commission and the Vermont Department of Public Service and/or Vermont Public Service Board, and the Maine Office of the Public Advocate (collectively the "Regulators"), all Objections to confirmation of the Plan that have not been withdrawn or resolved prior to the entry of this Order are overruled in all respects for the reasons set forth in the record of the Phase I Confirmation Hearing, which record is incorporated herein by reference, and all withdrawn objections, if any, are deemed withdrawn with prejudice.

4. No creditor or equity security holder of FairPoint shall be heard with respect to any matter related to confirmation of the Plan except as follows: (a) the Regulatory

Settlements and any and all objections of the Regulators, to the extent provided in the Regulatory Stipulation and to the extent set forth on the record at the Phase I Confirmation Hearing, are hereby reserved for consideration by the Court at a later date (except as to the Court's ruling on FairPoint's compliance with Bankruptcy Rule 3019(a) set forth in paragraph 1 above); and (b) any objections that Verizon Communications Inc. and its affiliates may have to the Litigation Trust Agreement or Section 11.4 of the Plan and any responses thereto are hereby reserved; *provided however*, that Verizon shall provide to FairPoint's counsel by e-mail a list of any section in the Litigation Trust Agreement other than 1.8 to which it objects and the basis for that objection by no later than 12:00 noon Eastern Time on May 14, 2010.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: May 14, 2010
New York, New York

/s/Burton R. Lifland
HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

<u>Licensee (Each a Debtor-in-Possession)</u>	<u>Wireless Service</u>	<u>Call Signs</u>
	Industrial/Business Pool, Conventional	KTW706, WNWB647
FairPoint Communications, Inc.	3650-3700 MHz	WQIM469
Fremont Telcom Co.	Common Carrier Fixed Point to Point Microwave	KPW88, WAX77, WMT361
GTC, Inc.	Industrial/Business Pool, Conventional	WZQ767, WPEZ784
Northern New England Telephone Operations LLC	Common Carrier Fixed Point to Point Microwave	KCK72, KCK73, WBB246, WCG332, WCG333, WHE285, WQIQ869
	Industrial/Business Pool, Conventional	KNDL801, KNDM710, KNDX824, KNHG799, KNHG802, KNHN769, WNAL274, WNFH691, WNIJ773, WNPB553, WNSI771, WNWS839, WNYN443, WPAX532, WPCU890, WPPF953, WQIQ836, WQIQ870, WQIQ871, WQIQ872, WQIQ873
	3650-3700 MHz	WQJB442
Odin Telephone Exchange, Inc.	Industrial/Business Pool, Conventional	KXQ365
Peoples Mutual Telephone Company	Industrial/Business Pool, Conventional	WYK256
Sunflower Telephone Company, Inc.	Industrial/Business Pool, Conventional	KNDR226, WQM412
Taconic Telephone Corp.	Industrial/Business Pool, Conventional	KCQ829
Telephone Operating Company of Vermont LLC	3650-3700 MHz	WQJB443
YCOM Networks, Inc.	Industrial/Business Pool, Conventional	KAX660